

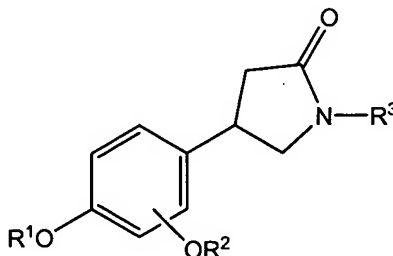
Amendments to the Claims

This listing of claims will replace all prior versions, and listings of claims in the application.

Please insert new claims 23-37.

Listing of Claims:

1 **Claim 1.** (Currently amended) A compound having the formula:



2  
3 wherein

4  $R^1$  is a member selected from hydrogen, substituted or unsubstituted  $C_1$ - $C_4$  alkyl and  
5 substituted or unsubstituted  $C_{3-6}$  cycloalkyl;

6  $R^2$  is a member selected from substituted or unsubstituted phenyl, substituted or  
7 unsubstituted benzyl and substituted or unsubstituted  $C_3$ - $C_6$  cycloalkyl;

8  $R^3$  is a member selected from substituted or unsubstituted pyridyl, substituted or  
9 unsubstituted pyrimidyl, substituted or unsubstituted pyrazinyl, phenyl and  
10 phenyl substituted with a member selected from  $S(O)_nNR^{3a}R^{3b}$ ,  $NR^{3a}S(O)_nR^{3b}$ ,  
11  $S(O)_nR^{3a}$ ,  $NR^{3a}R^{3b}$ ,  $NR^{3a}C(O)R^{3b}$ ,  $OC(O)R^{3b}$ ,  $OC(O)OR^{3b}$ ,  $C(O)R^{3b}$ ,  
12  $C(O)NR^{3a}R^{3b}$  and  $OR^{3a}$ ;

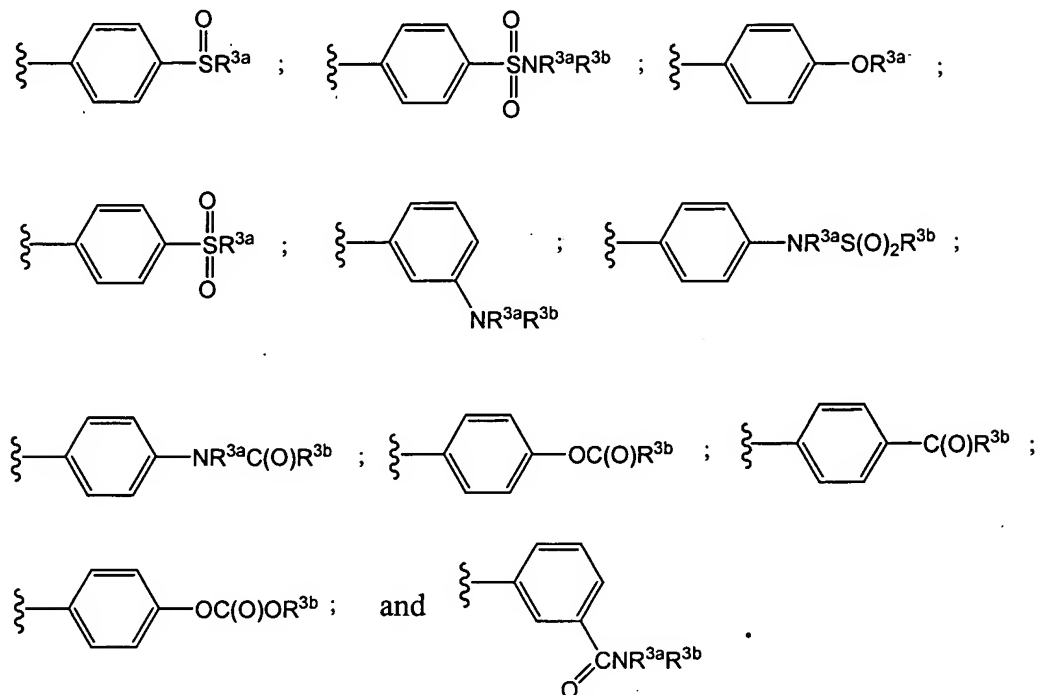
13 wherein

14  $R^{3a}$  and  $R^{3b}$  are members independently selected from H, **[[and]]** substituted  
15 or unsubstituted  $C_1$ - $C_6$  alkyl and substituted or unsubstituted aryl; and

16 n is 0, 1 or 2

17 n is a member selected from 0, 1 and 2.

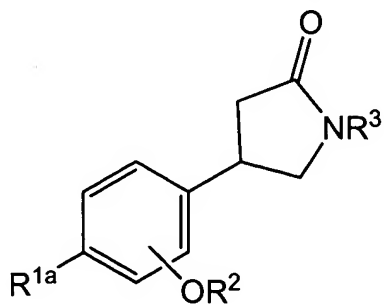
- 1 **Claim 2.** (Previously presented) The compound according to claim 1 wherein  $R^3$  has a  
2 formula which is a member selected from:



- 1 **Claim 3.** (Currently amended) The compound according to claim 1, wherein  $R^1$  is a  
2 member selected from  $C_1$ - $C_3$  haloalkyl [[or]] and methyl.

- 1 **Claim 4.** (Previously presented) The compound according to claim 1, wherein  $R^2$  is  
2 cyclopentyl.

- 1 **Claim 5.** (Currently amended) A method of inhibiting HIV replication in a cell, said  
2 method comprising contacting said cell with an amount of a compound sufficient to inhibit  
3 said HIV replication, said compound having the formula:



wherein

$R^{1a}$  is a [[members independently]] member selected from H [,] and  $OR^{1b}$

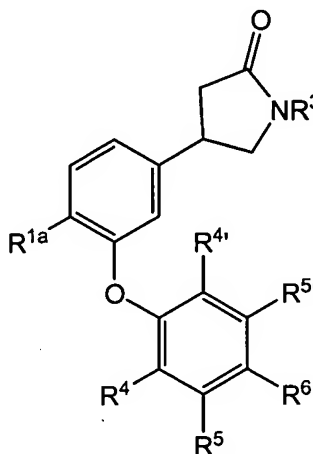
wherein

$R^{1b}$  is a member selected from substituted or unsubstituted alkyl,  
substituted or unsubstituted cycloalkyl, substituted or  
unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

$R^2$  is a member selected from H, substituted or unsubstituted alkyl, substituted or  
unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and  
substituted or unsubstituted aryl; and

$R^3$  is a member selected from substituted or unsubstituted aryl and substituted or  
unsubstituted heteroaryl.

**Claim 6.** (Currently amended) The method according to claim 5, said compound  
having the formula:



wherein

$R^4$ ,  $R^{4'}$ ,  $R^5$ ,  $R^{5'}$  and  $R^6$  are members independently selected from H, substituted or  
unsubstituted alkyl, substituted or unsubstituted heteroalkyl,  $S(O)_2NR^{3a}R^{3b}$ ,  
[[ $S(O)_nR^3$ ]],  $S(O)_nR^{3a}$ ,  $NR^{3a}R^{3b}$ ,  $C(O)NR^{3a}R^{3b}$  [[and]],  $OR^{3a}$ , CN, halogen and  
 $NO_2$ ;

wherein

$R^{3a}$  and  $R^{3b}$  are members independently selected from H, substituted or  
unsubstituted  $C_1$ - $C_6$  alkyl and substituted or unsubstituted aryl;  
and

13                                    n is a member selected from 0, 1 and 2.

1    **Claim 7.**        (Previously presented) The method according to claim 5, wherein R<sup>1a</sup> is a  
2    member selected from substituted or unsubstituted C<sub>3</sub>-C<sub>6</sub> cycloalkyloxy and substituted or  
3    unsubstituted phenoxy.

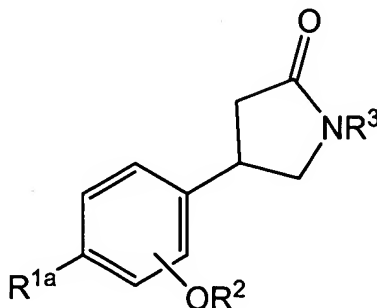
1    **Claim 8.**        (Currently amended) The method according to claim 5, ~~said compound~~  
2    ~~according to claim 1,~~  
3    wherein

4                R<sup>1b</sup> is substituted or unsubstituted alkyl; and

5                R<sup>2</sup> is a member selected from substituted or unsubstituted C<sub>4</sub>-C<sub>6</sub> cycloalkyl,  
6                substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.

1    **Claim 9.**        (Previously presented) The method according to claim 5, wherein said cell is  
2    in a human.

1    **Claim 10.**      (Currently amended) A method of inhibiting reverse transcriptase in a cell,  
2    said method comprising contacting said cell with an amount of a compound sufficient to  
3    inhibit said reverse transcriptase, said compound having the formula:



4  
5    wherein

6                R<sup>1a</sup> is a [[members independently]] member selected from H [[,]] and OR<sup>1b</sup>

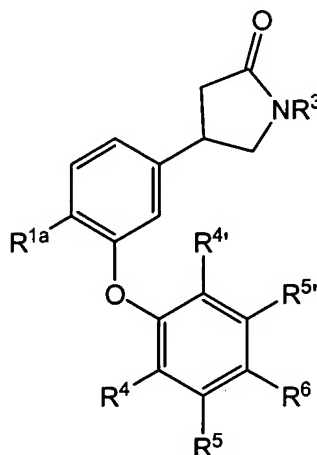
7                wherein

8                        R<sup>1b</sup> is a member selected from substituted or unsubstituted alkyl,  
9                        substituted or unsubstituted cycloalkyl, substituted or

10                      unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

$R^2$  is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and  
 $R^3$  is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

**Claim 11.** (Currently amended) The method according to claim 10, said compound having the formula:



wherein

$R^4$ ,  $R^{4'}$ ,  $R^5$ ,  $R^{5'}$  and  $R^6$  are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,  $S(O)_2NR^{3a}R^{3b}$ ,  $[[S(O)_nR^3]]$ ,  $\underline{S(O)_nR^{3a}}$ ,  $NR^{3a}R^{3b}$ ,  $C(O)NR^{3a}R^{3b}$  [[and]],  $OR^{3a}$ , CN, halogen and  $NO_2$ ;

wherein

$R^{3a}$  and  $R^{3b}$  are members independently selected from H, substituted or unsubstituted  $C_1$ - $C_6$  alkyl and substituted or unsubstituted aryl;  
and  
 $n$  is a member selected from 0, 1 and 2.

**Claim 12.** (Previously presented) The method according to claim 10, wherein  $R^{1a}$  is a member selected from substituted or unsubstituted  $C_4$ - $C_6$  cycloalkyloxy and substituted or unsubstituted phenoxy.

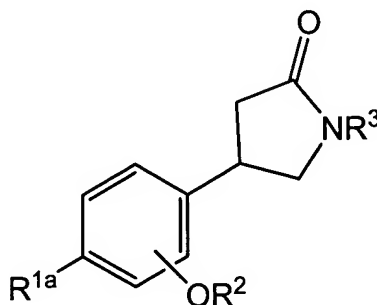
**Claim 13.** (Currently amended) The method according to claim 10, ~~said compound~~  
~~according to claim 1,~~  
wherein

$R^{1b}$  is substituted or unsubstituted alkyl; and

$R^2$  is a member selected from substituted or unsubstituted  $C_3$ - $C_6$  cycloalkyl,  
substituted or unsubstituted benzyl and substituted or unsubstituted phenyl.

**Claim 14.** (Previously presented) The method according to claim 10, wherein said cell is  
in a human.

**Claim 15.** (Currently amended) A method of treating HIV infection in a human subject  
comprising administering to said subject an amount of a compound sufficient to treat said  
HIV infection, said compound having the formula:



wherein

$R^{1a}$  is a [[members independently]] member selected from H [[,]] and  $OR^{1b}$

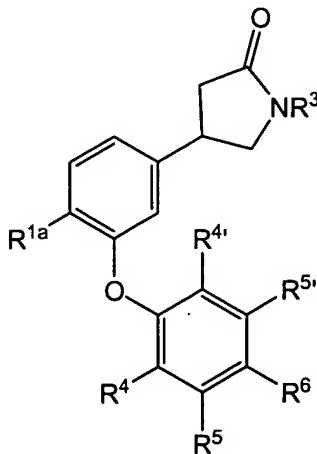
wherein

$R^{1b}$  is a member selected from substituted or unsubstituted alkyl,  
substituted or unsubstituted cycloalkyl, substituted or  
unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

$R^2$  is a member selected from H, substituted or unsubstituted alkyl, substituted or  
unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and  
substituted or unsubstituted aryl; and

$R^3$  is a member selected from substituted or unsubstituted aryl and substituted or  
unsubstituted heteroaryl.

- 1 **Claim 16.** (Currently amended) The method according to claim 15, said compound  
2 having the formula:



3  
4 wherein

5 R<sup>4</sup>, R<sup>4'</sup>, R<sup>5</sup>, R<sup>5'</sup> and R<sup>6</sup> are members independently selected from H, substituted or  
6 unsubstituted alkyl, substituted or unsubstituted heteroalkyl, S(O)<sub>2</sub>NR<sup>3a</sup>R<sup>3b</sup>,  
7 [[S(O)<sub>n</sub>R<sup>3</sup>]], S(O)<sub>n</sub>R<sup>3a</sup>, NR<sup>3a</sup>R<sup>3b</sup>, C(O)NR<sup>3a</sup>R<sup>3b</sup> [[and]], OR<sup>3a</sup>, CN, halogen and  
8 NO<sub>2</sub>;

9 wherein

10 R<sup>3a</sup> and R<sup>3b</sup> are members independently selected from H, substituted or  
11 unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl and substituted or unsubstituted aryl;  
12 and  
13 n is a member selected from 0, 1 and 2.

1 **Claim 17.** (Previously presented) The method according to claim 15, wherein R<sup>1a</sup> is a  
2 member selected from substituted or unsubstituted C<sub>3</sub>-C<sub>6</sub> cycloalkyloxy and substituted or  
3 unsubstituted phenoxy.

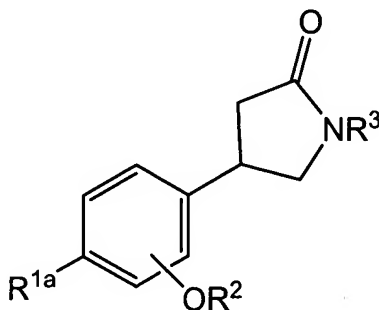
1 **Claim 18.** (Currently amended) The method according to claim 15, ~~said compound~~  
2 ~~according to claim 1,~~

3 wherein

4 R<sup>1b</sup> is substituted or unsubstituted alkyl; and

R<sup>2</sup> is a member selected from substituted or unsubstituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.

**Claim 19.** (Currently amended) A method of providing prophylaxis against HIV  
infection comprising administering a prophylactic amount of a compound to a person who is  
at risk of HIV infection, said compound having the formula:



wherein

R<sup>1a</sup> is a member selected from H and OR<sup>1b</sup>

wherein

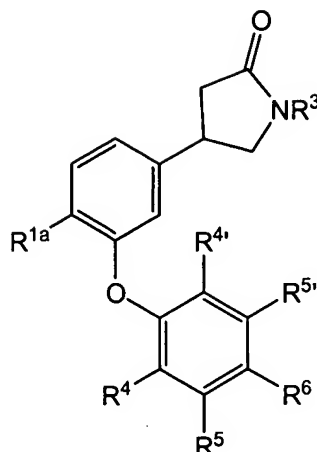
R<sup>1b</sup> is a member selected from substituted or unsubstituted alkyl, substituted  
or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl,  
and substituted or unsubstituted aryl;

R<sup>2</sup> is a member selected from H, substituted or unsubstituted alkyl, substituted or  
unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and  
substituted or unsubstituted aryl; and

R<sup>3</sup> is a member selected from substituted or unsubstituted aryl and substituted or  
unsubstituted heteroaryl.

**Claim 20.** (Currently amended) The method according to claim 19, said compound  
having the formula:





wherein

$R^4$ ,  $R^{4'}$ ,  $R^5$ ,  $R^{5'}$  and  $R^6$  are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,  $S(O)_2NR^{3a}R^{3b}$ ,  $[[S(O)_nR^3]]$ ,  $\underline{S(O)_nR^{3a}}$ ,  $NR^{3a}R^{3b}$ ,  $C(O)NR^{3a}R^{3b}$  [[and]],  $OR^{3a}$ , CN, halogen and  $NO_2$ ;

wherein

$R^{3a}$  and  $R^{3b}$  are members independently selected from H, substituted or unsubstituted  $C_1$ - $C_6$  alkyl and substituted or unsubstituted aryl;

and

n is a member selected from 0, 1 and 2.

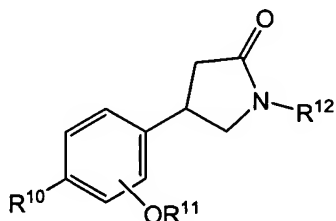
**Claim 21.** (Previously presented) The method according to claim 19, wherein R<sup>1a</sup> is a member selected from substituted or unsubstituted C<sub>4</sub>-C<sub>6</sub> cycloalkyloxy and substituted or unsubstituted phenoxy.

**Claim 22.** (Currently amended) The method according to claim 19, ~~said compound according to claim 1,~~ wherein

R<sup>1b</sup> is substituted or unsubstituted alkyl; and

R<sup>2</sup> is a member selected from substituted or unsubstituted C<sub>4</sub>-C<sub>6</sub> cycloalkyl, substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.

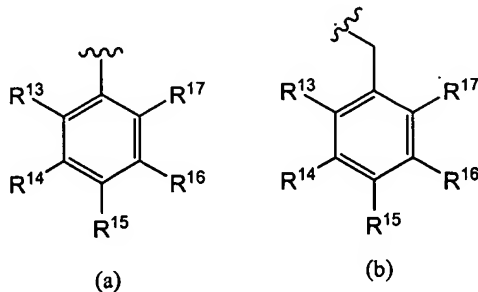
**Claim 23.** (New) A compound having the formula:



wherein

R<sup>10</sup> is a member selected from hydrogen, hydroxy, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkyloxy, C<sub>3-6</sub> cycloalkyl-oxy, halo and cyano;

R<sup>11</sup> is a member selected from substituted or unsubstituted pyridyl, substituted or unsubstituted pyrimidyl, substituted or unsubstituted C<sub>3-6</sub> cycloalkyl and a group selected from (a) or (b):



10 wherein  $R^{13}$ ,  $R^{14}$ ,  $R^{15}$ ,  $R^{16}$ , and  $R^{17}$  are members independently selected from  
11 hydrogen, halo, hydroxy, methyl, ethenyl, methoxy, ethoxy, nitro,  
12 trifluoromethyl, difluoromethyl, difluoromethoxy, trifluoroethoxy,  
13 trifluoromethoxy,  $OC_2H_5$ ,  $CH_2OH$ ,  $C(O)CH_3$ ,  $S(O)_nCH_3$ ,  $S(O)_nC_2H_5$   
14 and cyano  
15 wherein  
16 n is 0, 1 or 2; and  
17  $R^{12}$  is a member selected from substituted or unsubstituted aryl, substituted or  
18 unsubstituted arylalkyl, substituted or unsubstituted heteroaryl and  
19 substituted or unsubstituted heteroarylalkyl.

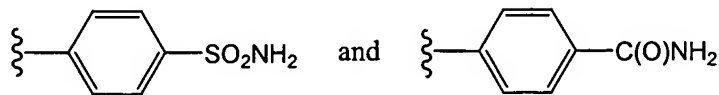
1 **Claim 24.** (New) The compound according to claim 23 in which at least one of  $R^{13}$ ,  
2  $R^{14}$ ,  $R^{15}$ ,  $R^{16}$ , and  $R^{17}$  is CN.

1 **Claim 25.** (New) The compound according to claim 23 in which  $R^{13}$  is halogen and  
2  $R^{17}$  is CN.

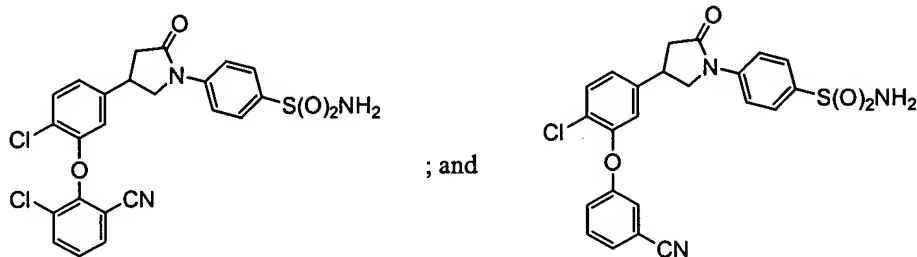
1 **Claim 26.** (New) The compound according to claim 23 in which  $R^{12}$  is selected from  
2 substituted or unsubstituted phenyl, benzyl, pyridinyl, quinolinyl, pyridazinyl, pyrazinyl,  
3 and pyrimidinyl.

1 **Claim 27.** (New) The compound according to claim 26 in which said substitutions  
2 include up to 2 members independently selected from halo, methyl, ethenyl, amino, nitro,  
3 cyano, trifluoromethyl, ethoxy-carbonyl,  $C(O)OH$ ,  $C(O)OCH_3$ ,  $S(O)_2NH_2$ ,  $C(O)NH_2$ ,  
4  $C(O)NHC_2H_5$ ,  $NHS(O)_2CH_3$ ,  $CH_2OH$ ,  $S(O)_2CH_3$ ,  $SCH_3$ , and  $SC_2H_5$ .

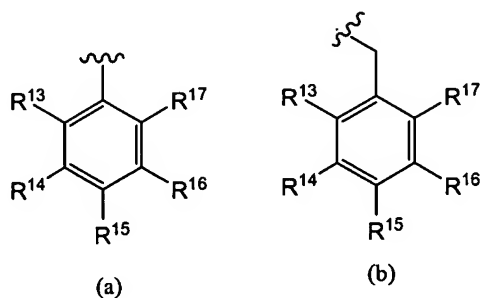
1 **Claim 28.** (New) The compound according to claim 27 wherein said  $R^{12}$  is  
2 substituted phenyl, and said substituted phenyl is a member selected from



- 1 **Claim 29.** (New) The compound according to claim 28 wherein said compound is a  
2 member selected from:



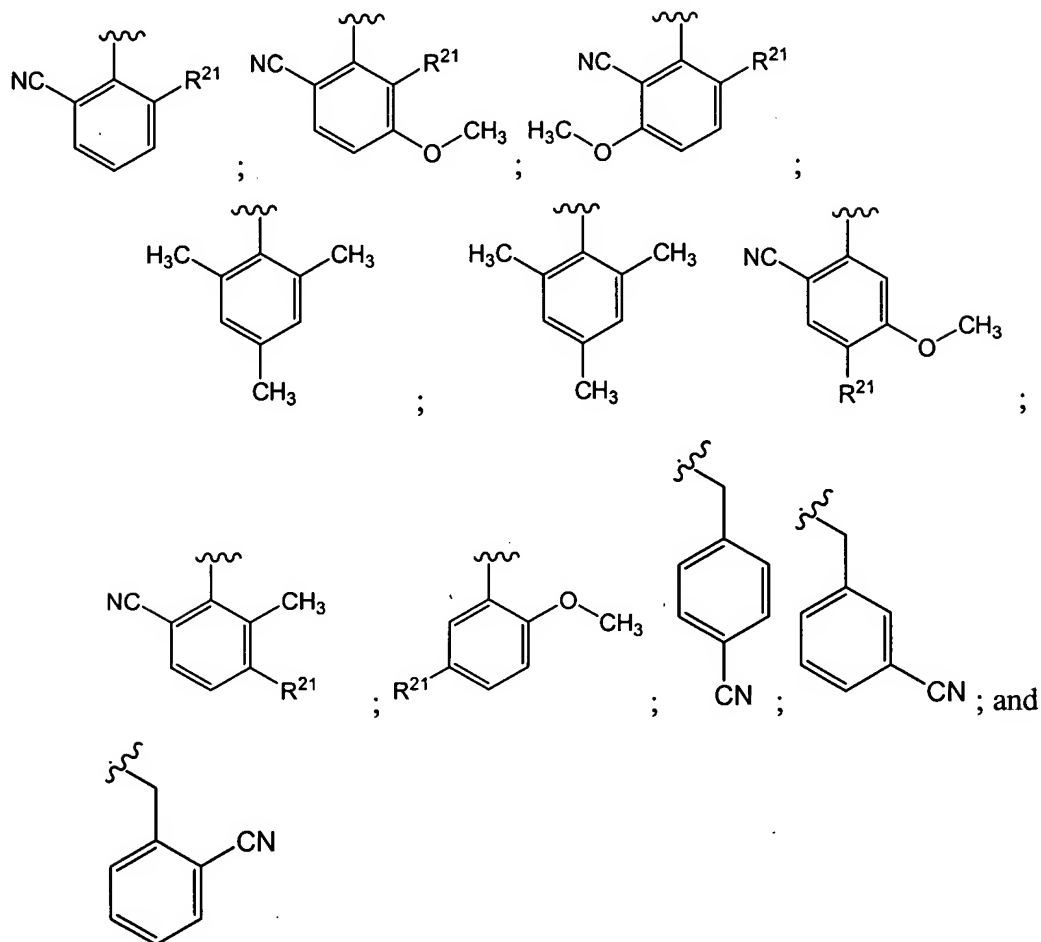
- 1 **Claim 30.** (New) The compound according to claim 23 in which  
2  $R^{10}$  is halogen;  
3  $R^{11}$  is a member selected from substituted pyridinyl, substituted pyrimidyl, and a  
4 group selected from (a) or (b):



- 7 wherein  $R^{13}$ ,  $R^{14}$ ,  $R^{15}$ ,  $R^{16}$ , and  $R^{17}$  are members independently selected from  
8 hydrogen, halo, hydroxy, methyl, ethenyl, methoxy, ethoxy, nitro,  
9 trifluoromethyl, difluoromethyl, difluoromethoxy, trifluoroethoxy,  
10 trifluoromethoxy,  $OC_2H_5$ ,  $CH_2OH$ ,  $C(O)CH_3$ ,  $S(O)_nCH_3$ ,  $S(O)_nC_2H_5$   
11 and cyano  
12 wherein  
13  $n$  is 0, 1 or 2; and  
 $R^{12}$  is a member selected from substituted pyridinyl and substituted aryl.

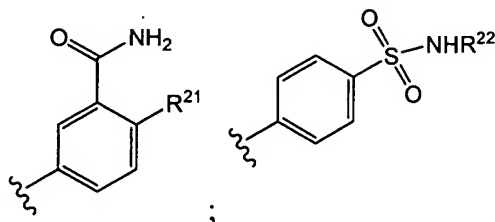
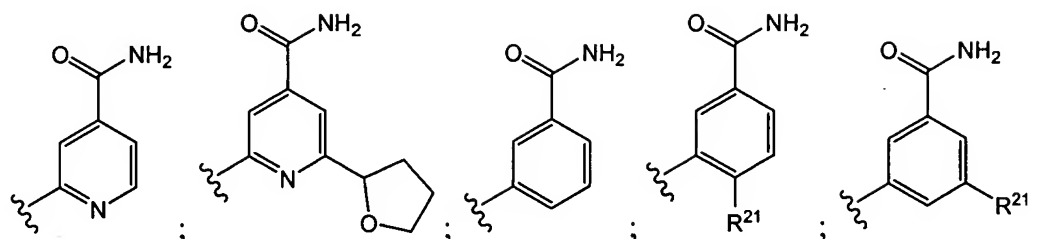
**Claim 31.** (New) The compound according to claim 30 in which

$R^{11}$  is a member selected from:

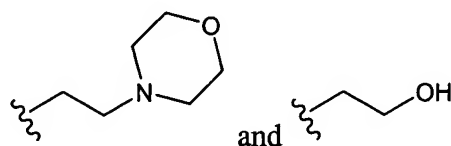


wherein  $R^{21}$  is halogen; and

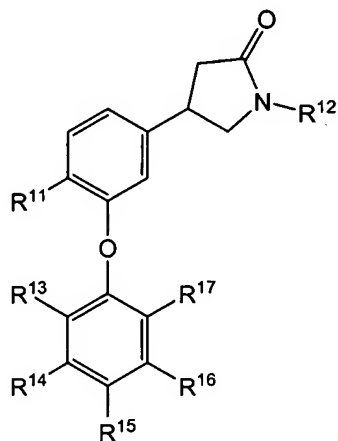
$R^{12}$  is a member selected from:



11 wherein  $R^{21}$  is halogen and  $R^{22}$  is a member selected from H, CH<sub>3</sub>,



1 **Claim 32.** (New) A compound having the formula:



3 wherein

4  $R^{12}$  is a member selected from substituted or unsubstituted aryl and  
5 substituted or unsubstituted heteroaryl;

